

The Horton Plaza Theatres Foundation

DUTIES:

The specific purpose of this foundation is to establish, operate, and maintain one or more legitimate theatres in the City of San Diego. The foundation promotes either alone, in cooperation with other non-profit organizations or governmental entities, theatre and fine arts in the City of San Diego, through educational, cultural and artistic programs.

APPOINTMENT:

The City Council of the City of San Diego shall appoint fifty percent (50%) plus one (1) of the authorized number of directors, and the balance shall be appointed by Westfield formerly Ernest W. Hahn, Inc.

TERM:

The number of directors shall be not less than five (5) nor more than thirty-five (35), the exact number to be fixed at five (5) until changed by resolution of the Board. Directors shall be appointed for a term of three (3) years. Each director shall hold office until the expiration of the term for which appointed and until a successor has been appointed and qualified. A director may be appointed to a second consecutive three-year term, but may not be appointed to a third consecutive three-year term.

COMPOSITION:

The following should be observed in the appointment of directors: experience in group decision-making; demonstrated ability to be objective and deliberative in the approach to complex multi-dimensional problems; willingness to contribute time and effort to the affairs of the corporation; willingness to abide by resolutions dealing with conflict of interest; and representation of a cross section of the community and from a variety of career categories.

GOVERNED BY:

Foundation Articles of Incorporation; Foundation Bylaws; Lyceum Theatres Five-Year Plan.